

**PRESENTMENT DATE AND TIME: Friday, September 21, 2007 at 12:00 noon**  
**OBJECTION DEADLINE AND TIME: Friday, September 21, 2007 at 11:00 a.m.**

Jeffrey A. Cooper, Esq. [JC-0763]  
Marc D. Miceli, Esq. [MM-2357]  
CARELLA, BYRNE, BAIN, GILFILLAN,  
CECCHI, STEWART & OLSTEIN  
5 Becker Farm Road  
Roseland, New Jersey 07068  
Tel: (973) 994-1700  
Fax: (973) 994-1744

Attorneys for Cookson Electronics, Inc., Fry's Metals, Inc. and Specialty Coatings, Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	:	Chapter 11
DELPHI CORPORATION., et al.,	:	
	:	Case No: 05-44481 (RDD)
	:	
Debtors.	:	Jointly Administrated
	:	
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**STIPULATION AND ORDER OF SUBSTITUTION OF COUNSEL**

**WHEREAS**, Patterson Belknap Webb & Tyler, LLP ("Patterson Belknap") filed a Request for All Notices and Demand for Service of Papers on August 3, 2007 (Docket No. 8874) in the above captioned bankruptcy proceedings (collectively, the "Bankruptcy Case") on behalf of Fry's Metals Inc. ("Fry's Metals") and Specialty Coatings Systems, Inc. ("Specialty Coatings");

**WHEREAS**, Fry's Metals and Specialty Coatings have requested that Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein ("Carella Byrne") represent them in the Bankruptcy Case and have consented to the withdrawal of the Patterson Belknap law firm as counsel for Fry's Metals and Specialty Coatings;

**WHEREAS**, the Patterson Belknap law firm consents to its withdrawal as counsel of record to Fry's Metals and Specialty Coatings in the Bankruptcy Case; and

**WHEREAS**, it is not expected that any delay or prejudice will result to any party in interest in

the Bankruptcy Case from this substitution of counsel;

**IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:**

1. Good cause exists for the substitution of the Patterson Belknap law firm as counsel of record to Fry's Metals and Specialty Coatings in the Bankruptcy Case;

2. Carella Byrne shall become counsel of record to Fry's Metals and Specialty Coatings nunc pro tunc to September 14, 2007, when Carella, Byrne filed its initial pleadings in this case (the "Substitution Date");

3. Pursuant to Section 1109(b) of the United States Bankruptcy Code and Rule 2002 of the Bankruptcy Rules, as of the Substitution Date, all notices given or required to be given in the Bankruptcy Case and all papers served or required to be served in the Bankruptcy Case on behalf of Fry's Metals and Specialty Coatings should be given to and served upon the following:

Jeffrey A. Cooper, Esq.  
Marc D. Miceli, Esq.  
CARELLA, BYRNE, BAIN, GILFILLAN,  
CECCHI, STEWART & OLSTEIN, P.C.  
5 Becker Farm Road  
Roseland, New Jersey 07068

Dated: September 14, 2007

PATTERSON BELKNAP  
WEBB & TYLER, LLP  
1133 Avenue of the Americas  
New York, New York 10036-6710  
Tel: (212) 336-2000

CARELLA, BYRNE, BAIN, GILFILLAN,  
CECCHI, STEWART & OLSTEIN  
5 Becker Farm Road  
Roseland, New Jersey 07068  
Tel: (973) 994-1700

By: /s/ David W. Dykhouse  
David W. Dykhouse (DD 3055)

By: /s/ Jeffrey A. Cooper  
Jeffrey A. Cooper (JC 0763)

**IT IS SO ORDERED**

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**UNITED STATES BANKRUPTCY JUDGE**  
#326911